

STATE OF ILLINOIS)
)
COUNTY OF LAKE) SS.

REGISTRATION NO. 5781-K
Filed & Recorded
JAN 8 1977 2 15 PM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Kathleen L. Friday, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 17th day of December, 1976, from United States Trust Company of New York to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 27th day of December, 1976.

Kathleen L. Friday
Notary Public

(My Commission Expires: August 30, 1980)

BILL OF SALE

UNITED STATES TRUST COMPANY OF NEW YORK
as Trustee under Equipment Trust Agreement

Dated as of July 1, 1970 (Series 6)

To

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of July 1, 1970 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are each identified with the initials UTLX, and more fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases said Equipment from the encumbrance created by the Agreement, which was filed with the Interstate Commerce Commission on July 15, 1970, and assigned recordation number 5781.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 17th day of December, 1976.

UNITED STATES TRUST COMPANY
OF NEW YORK

By Aene B. Scocca

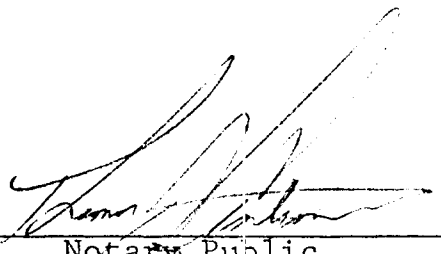
[CORPORATE SEAL]

ATTEST:

Thomas B. Zabyszewski
Its

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.

On this 22 day of December, 1976, before me, a
Notary Public in and for said County, personally appeared
Irene R. SCOCCA and THOMAS B. ZAKRZEWSKI to
me personally known; who being by me duly sworn did say that
they are respectively ASST. VICE PRESIDENT and ASST. SECRETARY
Ass't. SECRETARY of United States Trust Company of
New York, that the seal affixed to the foregoing instrument
is the corporate seal of said Bank, that said instrument was
signed and sealed on behalf of said Bank by authority of its
Board of ^{Trustees} ~~Directors~~, and said IRENE R. SCOCCA
THOMAS B. ZAKRZEWSKI Asst. Vice President
and Asst. Secretary acknowledged that the execution
of the foregoing instrument was the free act and deed of
said Bank.



Notary Public

My Commission Expires:

THOMAS J. CENTRONE
Notary Public, State of New York
No. 41 4624265
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1978

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	LO	3800 CUFT	UTLX80387